

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

| | | |
|----------------------------------|---|-----------------------|
| SCANSOFT, INC., |) | |
| |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| v. |) | C.A. No. 04-10353-PBS |
| |) | |
| |) | |
| VOICE SIGNAL TECHNOLOGIES, INC., |) | |
| LAURENCE S. GILICK, ROBERT S. |) | |
| ROTH, JONATHAN P. YAMRON, and |) | |
| MANFRED G. GRABHERR, |) | |
| |) | |
| Defendants. |) | |

DECLARATION OF PAUL D. POPEO

I, Paul D. Popeo, on oath, depose and say as follows:

I am a partner in the law firm Choate, Hall & Stewart, LLP and am counsel of record for the defendants in this action. I make this declaration in connection with Voice Signal Technologies, Inc.'s ("Voice Signal") Opposition to ScanSoft, Inc.'s ("ScanSoft") Emergency Motion to Show Cause Why Defendant Should Not Be Held In Contempt.

1. Attached hereto as Exhibit A is a true and accurate copy of an April 28, 2005 letter from Voice Signal counsel Wendy Plotkin to ScanSoft counsel Jack Schecter.

2. Attached hereto as Exhibit B is a true and accurate copy of an April 29, 2005 letter from Voice Signal counsel Wendy Plotkin to ScanSoft counsel Lisa Fleming. The letter is inaccurately dated April 28, 2005, but was delivered by fax to ScanSoft counsel on April 29, 2005.

3. Attached hereto as Exhibit C is a true and accurate copy of a May 2, 2005 letter from Voice Signal counsel Wendy Plotkin to ScanSoft counsel Jack Schecter.

Signed under the pains and penalties of perjury this 13th day of May, 2005.

/s/ Paul D. Popeo

Paul D. Popeo

EXHIBIT A

CHOATE, HALL & STEWART LLP

WENDY S. PLOTKIN
DIRECT DIAL: (617) 248-5047
EMAIL: WPLOTKIN@CHOATE.COM

EXCHANGE PLACE
53 STATE STREET
BOSTON, MASSACHUSETTS 02109-2804
T (617) 248-5000 F (617) 248-4000
www.choate.com

April 28, 2005

VIA FACSIMILE AND REGULAR MAIL

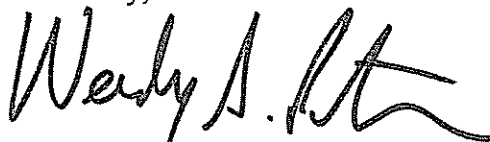
Jack C. Schecter, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

RE: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Jack:

This letter is in response to your April 28, 2005 letter concerning the Court's April 27, 2005 Order and VST's production of documents concerning the work performed by Msrs. Gillick, Roth, Yamron and Grabherr in their first year of employment with VST. As we discussed yesterday, VST is working to produce these documents as soon as possible. We hope to be in a position to produce documents to ScanSoft by the end of the day tomorrow, April 29, 2005, and are working towards that goal.

Sincerely,



Wendy S. Plotkin

cc: Robert S. Frank, Jr.
Sarah Chapin Columbia
Paul D. Popeo, P.C.
Paul E. Bonanno

EXHIBIT B

CHOATE, HALL & STEWART LLP

WENDY S. PLOTKIN
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April 28, 2005

VIA FACSIMILE AND REGULAR MAIL

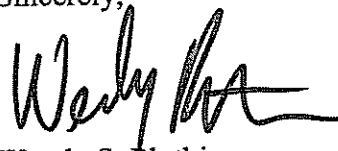
Lisa Fleming, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

RE: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Lisa:

This letter is in follow up to our conversation this evening. You informed me that ScanSoft intends to file a motion to show cause why VST is not in contempt of the Court's April 27, 2005 Order. As we discussed, VST is unable to physically produce the documents responsive to the Court's April 27, 2005 Order today, but will produce these documents to ScanSoft on Monday, May 2, 2005. Consequently, ScanSoft's motion to show cause is completely unnecessary.

Sincerely,



Wendy S. Plotkin

cc: Robert S. Frank, Jr.
Sarah Chapin Columbia
Paul D. Popeo, P.C.
Paul E. Bonanno

CHOATE HALL & STEWART

Fax Transmittal Sheet

| RECIPIENT | COMPANY | FAX | PHONE |
|--------------------|-------------------------|--------------|-------|
| Lisa Fleming, Esq. | Bromberg & Sunstein LLP | 617-443-0004 | |

| FROM | Wendy S. Plotkin | NUMBER OF PAGES | |
|-------|------------------|-----------------|--------------|
| DATE | April 29, 2005 | CLIENT NUMBER | 2004652-0005 |
| PHONE | (617) 248-5047 | OPERATOR | |
| | | TIME SENT | |

COMMENTS Please see attached.

RETURN BY Inter-office Mail Hold for pick-up

This transmittal is intended only for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this transmittal is not the intended recipient, or the employee or agent responsible for delivering the transmittal to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately.

* * * TRANSMISSION RESULT REPORT (IMMEDIATE TX) (APR. 29. 2005 6:27PM) * * *

FAX HEADER: CHOATE HALL & STEWART 6172484000

| DATE | TIME | ADDRESS | MODE | TIME | PAGE | RESULT | PERSONAL NAME | FILE |
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| APR. 29. | 6:26PM | 6174280796 | ES | 0'28" | P. | 2 OK | | 588 |

: BATCH
L : SEND LATER
D : DETAILC : CONFIDENTIAL
@ : FORWARDING
F : FINEP : POLLING
E : ECMM : MEMORY TX
S : STANDARD

EXHIBIT C

CHOATE, HALL & STEWART LLP

WENDY S. PLOTKIN
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May 2, 2005

BY HAND

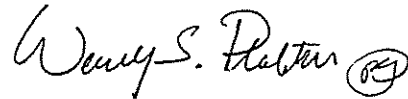
Jack C. Schecter, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

RE: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Jack:

Enclosed please find documents bearing bates range VST 03968 – VST 04222. These documents have been designated “Highly Confidential” pursuant to the Protective Order entered by the court on March 11, 2005. In addition, certain documents have been redacted pursuant to the Court’s April 27, 2005 Order.

Sincerely,

A handwritten signature in black ink that reads "Wendy S. Plotkin" followed by a circular stamp containing the letters "WSP".

Wendy S. Plotkin

cc: Robert S. Frank, Jr.
Sarah Chapin Columbia
Paul D. Popeo
Paul E. Bonanno